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RECORDATION NO. 17567-B FILED 1425

APR 18 1994 -9 45 AM

INTERSTATE COMMERCE COMMISSION

April 18, 1994

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed is an Assignment Agreement dated 4/4/94 between the following parties:

Assignor: Helm Financial Corporation
One Embarcadero Center
San Francisco, CA 94111

Assignee: Helm-Atlantic Associates
One Embarcadero Center
San Francisco, CA 94111

This agreement assigns a lease dated 10/1/91 for 81 boxcars between Assignor and The Denver & Rio Grande Western Railroad Co. to Helm-Atlantic Associates.

Please file this supplemental agreement under ICC Recordation #17567. The ICC record should include both parties as there is an ownership change. The filing fee of \$18 is enclosed.

Thank you for your assistance.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosures

RECEIVED
OFFICE OF THE
SECRETARY
APR 18 9 40 AM '94
LICENSING BRANCH

Mary Ann Oster

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INTERSTATE COMMERCE COMMISSION

ASSIGNMENT AGREEMENT

THIS ASSIGNMENT AGREEMENT ("Assignment") dated as of April 4, 1994 between Helm Financial Corporation, a California corporation ("Lessor") and Helm-Atlantic Associates, a Delaware limited partnership ("Helm-Atlantic").

WHEREAS, Lessor has executed a Bill of Sale dated April 4, 1994 providing for the sale to Helm-Atlantic of the eighty-one (81) boxcars bearing the reporting mark and numbers DRGW 65200, 65202-65221, 65223-65230, 65233-65240, 65243-65246, 65248-65258, 65261-65262, 65264-65267, 65269-65271, 65273, 65275-65276, 65278-65281, 65283-65286, 65288-65289, 65292-65297, 65299 (hereinafter called the "Units"), and

WHEREAS, Lessor and The Denver and Rio Grande Western Railroad Company ("Lessee") are parties to the Lease of Railroad Equipment dated as of October 1, 1991 (the "Lease"), providing for the lease of the Units to Lessee.

NOW, THEREFORE, THIS AGREEMENT WITNESSETH: That, for good and valuable consideration, the receipt of which is hereby acknowledged:

Lessor hereby assigns, transfers and sets over to Helm-Atlantic all its right, title and interest in and to the Lease and all of the rights, powers, privileges and remedies of Lessor thereunder.

IN WITNESS WHEREOF, Lessor has executed this Assignment as of the date first above written.

HELM FINANCIAL CORPORATION

By: 
Title: Chief Financial Officer

STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

On March 31, 1994, before me, La Ronda A. Gaines
personally appeared John F. Dains, Chief Financial Officer of **HELM
FINANCIAL CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



La Ronda A. Gaines
SIGNATURE OF THE NOTARY